

PREPARED BY AND RETURN TO:
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BOOK

73 PAGE 82

STATE MS.-DE SOTO CO.
FILED

OCT 22 10 03 AM '96

AMENDMENT TO TRUST AGREEMENT

Amending Trust Agreement recorded in Power of Attorney Book
70, Page 477, in the Office of the Chancery Clerk of DeSoto
County, Mississippi.

BK 13 PG 82
W. S. DAVIS CH. CLK.

Pursuant to Section 91-9-7, Mississippi Code Annotated (1972), this Amendment entered into this day between Trustor and Trustee for the purposes and under the terms and conditions specified herein.

Trustor: Metro Handling Systems, Inc, a Mississippi Corporation
7563 Highway 51 North, Southaven, MS 38671

Trustee: Ira S. Pearson
12880 Byhalia Road, Byhalia, MS 38611

Beneficiaries: Ira S. Pearson, Amanda R. Pearson, and Jessica C. Pearson

TRUSTEE'S POWERS: Trustee shall receive, hold, manage, convert, sell, exchange, assign, alter, invest, reinvest, and otherwise deal with the trust property as it in its discretion shall deem to be for the best interests of the beneficiaries. By way of illustration but not of limitation of the Trustee's Powers, the Trustor hereby authorizes the Trustee:

(1) In the Administration of this Trust, the Trustee shall have all of the specific powers set forth in Sections 91-9-101 through 91-9-109, Mississippi Code Annotated (1972) as now enacted or hereafter amended which are hereby incorporated into this trust agreement by reference as fully as if set out verbatim herein, including those powers, rights and remedies set forth in Section 91-9-9, Mississippi Code Annotated (1972); and shall perform, without court authorization, every act which a prudent man would perform for the purposes of the trust;

(2) To make improvements upon any lands belonging to the trust estate and to make, or to join with other persons in making, partition of any such lands;

(3) To execute deeds of conveyance, leases (for any period of time even though same may extend beyond duration of the trust in which the property so leased shall be held), contracts, bills of sale, notes, proxies and other instruments as the Trustee shall deem requisite or desirable in the proper administration of the trust estate.

This agreement shall be construed and regulated in all respects by the laws of the State of Mississippi.

Dated: October 18, 1996

METRO HANDLING SYSTEMS, INC.

A Mississippi Corporation, Trustor

BY: Alton T. Pearson

ALTON T. PEARSON, President

Ira S. Pearson
IRA S. PEARSON, Trustee

STATE OF Mississippi
COUNTY OF DE SOTO

Personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the within named Alton T. Pearson who acknowledged that he is President of Metro Handling Systems, Inc., A Mississippi Corporation, and that in said representative capacity he signed and delivered the above and foregoing instrument on the day and year therein mentioned, after first having been duly authorized so to do.

Given under my hand and seal this 18th day of OCTOBER, 1996.

NOTARY

My commission Expires: 8/22/97

STATE OF Mississippi
COUNTY OF DE SOTO

Personally appeared before me, the undersigned authority of law in and for the jurisdiction aforesaid, the within named Ira S. Pearson, Trustee for Ira S. Pearson, Amanda R. Pearson, and Jessica C. Pearson who acknowledged that he in said capacity signed and delivered the above and foregoing instrument on the day and year therein mentioned, after first having been duly authorized so to do.

Given under my hand and seal this 18th day of OCTOBER, 1996.

NOTARY

My commission Expires: 8/22/97